

United States Bankruptcy Court  
Southern District of New York  
Manhattan Division  
One Bowling Green  
New York, NY 10004-1408

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FILED *sc*  
Oct 18 10 20 AM '02 *sc*

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W.E. DAVIS CH. CLK. *sc*

NOTICE OF ELECTRONIC FILING PROCEDURE

Case Name: WorldCom, Inc., et al.

Case Number: 02-13533 (AJG) Date Commenced: July 21, 2002

These cases will be docketed exclusively on the court's Electronic Case Filing System. The System can be accessed via the Internet using a login and password obtained from the PACER Service Center at 1-800-676-6856. To file documents, an attorney login and password obtained from the Court are needed. In compliance with Federal Rule of Civil Procedure Rule 11 and in accordance with Local Bankruptcy Rule 9011-1, the attorney's password shall constitute the signature of the attorney; therefore security of a password issued to an attorney is the responsibility of that attorney. An original signed copy of the filing shall be maintained in the attorney's files. A chamber's copy of all filed documents is required and all parties with legal representation must file documents in accordance with the following:

1. The requirements for filing, viewing and retrieving case documents are: A personal computer running any standard Windows platform; an Internet provider, Netscape Navigator and Adobe Exchange software to convert documents from a word processor format to a portable document format (PDF). The URL address is [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov) and a password is needed to access this system. If you are unable to comply with this requirement, then
2. You must submit documents on a diskette using PDF format. The Adobe software will provide this format. Further instruction may be found in the Adobe manual. Use a separate diskette for each filing. Submit the diskette in an envelope with the case name, case number, type and title of document, and the file name on the outside of the envelope. If you are unable to comply with this requirement, or requirement number 1, then
3. You must submit your documents on a diskette using one of the following formats: Word, Wordperfect, or DOS text (ASCII). If you are unable to comply with this requirement, or requirements 1 or 2, then
4. You must submit an affidavit of your inability to file in either of the above formats. You may then file conventionally on unstapled, unbound, single-sided paper. Include your affidavit with your filing.

**\* DO NOT SUBMIT CLAIMS THROUGH THE COURT'S ELECTRONIC FILING SYSTEM AT THIS TIME.**

For assistance call (212) 668-2870 ext. 3522 or to schedule training, call ext. 3580, Monday – Friday, 8:30 a.m. – 5:00 p.m.

Dated: October 9, 2002

Kathleen Farrell, Clerk of Court

WEIL, GOTSHAL & MANGES LLP  
Attorneys for the Debtors  
767 Fifth Avenue  
New York, New York 10153  
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Marcia L. Goldstein, Esq. (MG 2606)  
Lori R. Fife, Esq. (LF 2839)  
Alfredo R. Perez, Esq.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re

WORLDCOM, INC., et al.,

Debtors.

Chapter 11 Case No.  
02-13533 (AJG)

(Jointly Administered)

**NOTICE OF COMMENCEMENT OF CHAPTER 11  
CASES AND MEETING OF CREDITORS PURSUANT  
TO SECTION 341 OF THE BANKRUPTCY CODE**

**TO ALL INTERESTED PARTIES:**

**COMMENCEMENT OF CASES:** On July 21, 2002, WorldCom, Inc. and its affiliates identified below (collectively, the "Debtors") each filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 through 1330 (the "Bankruptcy Code") with the United States Bankruptcy Court for the Southern District of New York (the "Court"). Each of the Debtors and all other names used by the Debtors in the past six years, case numbers, and federal tax identification numbers are provided below.

Petitions for reorganization under chapter 11 of the Bankruptcy Code have been filed in this Court by each of the Debtors set forth below, and orders for relief have been entered. Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession. The Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered under Case No. 02-13533 (AJG).

All documents filed or to be filed with the Court, including lists of property and debts, are or will be available for inspection at the Office of the Clerk of the Court listed below. Since this case is governed by the Court's General Order regarding electronic means of filing, signing, and verifying documents, the Court's docket sheet and documents filed electronically are also accessible at the Court's Internet site, [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov), through an account obtained from PACER Service Center at 1-800-676-6856, and free-of-charge at [www.elawforworldcom.com](http://www.elawforworldcom.com). You will receive notice of the amount of your claim listed on schedules at a later date. Pursuant to the Court's Notice Procedures Order and Case Management Order (both discussed below) you may not receive notice of all documents filed in this case.

**CREDITORS MAY NOT TAKE CERTAIN ACTIONS:** A creditor is anyone to whom the Debtors owe money or property. Under the Bankruptcy Code, the Debtors are granted certain protection against creditors. Common examples of prohibited actions by creditors are contacting the Debtors to demand repayment, taking action against the Debtors to collect money owed to creditors or to take property of the Debtors, and starting or continuing foreclosure actions, repossessions or wage deductions. If unauthorized actions are taken against the Debtors, the Court may penalize that creditor. A creditor who is considering taking action against the Debtors or property of the Debtors should review section 362 of the Bankruptcy Code and may wish to seek legal advice. The staffs of the Court and the United States Trustee's Office are not permitted to give legal advice.

**PURPOSE OF CHAPTER 11 FILING:** Chapter 11 of the Bankruptcy Code enables a debtor to reorganize pursuant to a plan. A plan is not effective unless approved by the Court at a confirmation hearing. Creditors will be given notice concerning any plan, or in the event these cases are dismissed or converted to another chapter of the Bankruptcy Code. The Debtors will remain in possession of their properties and will continue to operate their business unless a trustee is appointed.

**NOTICE.** On July 23, 2002 and July 29, 2002, the Honorable Arthur J. Gonzalez, United States Bankruptcy Judge, entered the Order Establishing Notice Procedures (the "Notice Procedures Order") (Docket No. 74) and the Case Management Order Establishing, Among Other Things, Noticing Electronic Procedures, Hearing Dates, Independent Website and Alternative Methods of Participation at Hearings (the "Case Management Order") (Docket No. 127). Pursuant to the Notice Procedures Order and the Case Management Order, parties not listed on the Debtors' service list will not receive notice of all documents filed in this case unless requested in the manner specified in the Case Management Order. Any creditor, equity interest holder or party in interest that, as of the date hereof, is not included on the Debtors' service list and wishes to receive notice must file a notice of appearance and request for service of papers with the Office of the Clerk of the Court listed below, setting forth such party's (i) name, (ii) address, (iii) name of client, if applicable, (iv) telephone number, (v) facsimile telephone number and (vi) unless such party files a request to be exempted from providing an electronic mail (e-mail) address, electronic mail (e-mail) address, and serve a copy of such request upon each of the parties set forth in decretal paragraph 2(b)(i)-(vi) of the Case Management Order. All parties should refer to the Case Management Order for complete information and in order to ensure compliance.

**MEETING OF CREDITORS:** The meeting of creditors pursuant to section 341(a) of the Bankruptcy Code (11 U.S.C. § 341(a)) is scheduled for 10:00 a.m. on November 14, 2002 at The Park Lane Hotel, 36 Central Park Avenue South (between Fifth and Sixth Avenues), Second Floor Ballroom, New York, New York 10019. As specified in Bankruptcy Rule 9001(5), the Debtors' representative is required to appear at the meeting of creditors on the date and at the place set forth above for the purpose of being examined under oath. Attendance by creditors at the meeting is welcomed, but not required. At the meeting, creditors may examine the Debtors. The meeting may be continued or adjourned from time to time by notice at the meeting, without further written notice to creditors.

**PROOF OF CLAIM:** Schedules of claims will be filed pursuant to Federal Rule of Bankruptcy Procedure 1007. Any creditor holding a scheduled claim which is not listed as disputed, contingent, or unliquidated as to amount may, but is not required to, file a proof of claim in these cases. Creditors whose claims are not scheduled or whose claims are listed as disputed, contingent, or unliquidated as to amount and who desire to participate in these cases or share in any distribution must file their proofs of claim. A creditor who desires to rely on the Debtors' schedules has the responsibility for determining that the claim is listed accurately. A proof of claim form and the deadline notice will be sent to you at a later date. A deadline for filing proofs of claim has not yet been established. Please do not file or mail any proofs of claim or other documentation, including correspondence concerning a claim, with or to anyone (including the Bankruptcy Court and/or the United States Trustee) until you are instructed when and where you are to file a proof of claim.

**NOTICE OF HEARING:** Enclosed in the mailing of this notice are the (i) Notice of Hearing on Debtors' Application for Order Authorizing Employment and Retention of Lazard Frères & Co. LLC as Financial Advisors and Investment Bankers for the Debtors and Debtors in Possession Pursuant to Section 327(a) and 328 of the Bankruptcy Code and (ii) Notice of Hearing on Application of the Official Committee of Unsecured Creditors for an Order Authorizing the Employment of Houlihan Lokey Howard & Zukin Capital, as Financial Advisor, Nunc Pro Tunc to July 29, 2002. Please refer to these enclosed documents for the applicable objection deadlines and hearing dates and times.

**COUNSEL FOR WORLDCOM:** The attorneys for WorldCom are Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, (212) 310-8000, Attn: Marcia L. Goldstein, Esq.

Dated: New York, New York  
October 9, 2002

Kathleen Farrell, Clerk  
United States Bankruptcy Court  
Southern District of New York  
Alexander Hamilton Custom House  
One Bowling Green  
New York, NY 10004-1408

### LIST OF DEBTORS

Debtor	Case Number	Tax I.D. No.	All Other Names Used by the Debtor in the Last 6 Years
WorldCom Caribbean, Inc.	02-13532	66-0451531	None
WorldCom, Inc.	02-13533	58-1521612	MCI WORLDCOM, Inc., LDDS WorldCom, LDDS Communications, Inc., LDDS Corporation, ITC Tele Services, Inc.
Intermedia Communications Inc.	02-42154	59-2913586	Intermedia Communications of Florida, Inc., Advanced Building Networks (ABN), ABN, Intermedia Business Internet (IBI), IBI, EmpireNet, Intermedia Advanced Building Networks, Shared Technologies Fairchild, Eastern Message Communication, Inc., EMI Telecommunications, Inc., LDS I-America, Inc., Long Distance Savers, Inc., LDS-Natchez, Inc., Long Distance Savers-Longview, Inc., LDS-Oklahoma City, Inc., LDS Communications, Inc., Long Distance Savers of the Metroplex, Inc., LDS-Ventures, Inc., LDS of Tulsa Limited Partnership, LDS I-America, Inc., Long Distance Savers, Inc.
MCI Communications Corporation	02-42155	58-2358731	TC Investments Corp., IDB WorldCom Services, Inc., IDB WorldCom, Inc., MFS Communications Company, Inc., MFS Domestic Personnel, Inc., MFS Global Network Services, Inc.
Access Network Services, Inc.	02-42156	75-2407229	Cellular Hotline
Access Virginia, Inc.	02-42157	59-3575615	None
ALD Communications, Inc.	02-42158	94-3129848	ALD Finance, Inc.
BFC Communications, Inc.	02-42159	68-0313488	BFC - Com.Finance, Inc.
Bittel Telecommunications Corporation	02-42160	94-3057992	Bittel Finance Corporation
Brooks Fiber Communications of Arkansas, Inc.	02-42161	43-1689369	Brooks Fiber Communications - One, Inc.
Brooks Fiber Communications of Bakersfield, Inc.	02-42162	43-1714868	Brooks Fiber Communications - Two, Inc.
Brooks Fiber Communications of Connecticut, Inc.	02-42163	43-1669769	Brooks Fiber Communications - Three, Inc.
Brooks Fiber Communications of Fresno, Inc.	02-42164	43-1714866	Brooks Fiber Communications - Four, Inc.
Brooks Fiber Communications of Massachusetts, Inc.	02-42165	43-1660441	Brooks Fiber Communications - Six, Inc.
Brooks Fiber Communications of Michigan, Inc.	02-42166	38-2693557	City Signal, Inc., US Signal Corporation, BFC Finance of Michigan Inc.
Brooks Fiber Communications of Minnesota, Inc.	02-42167	43-1770898	BFC Finance of Michigan - Seven, Inc.
Brooks Fiber Communications of Mississippi, Inc.	02-42168	43-1720404	BFC Finance of Michigan - Eight, Inc.
Brooks Fiber Communications of Missouri, Inc.	02-42169	43-1747832	Brooks Fiber Communications of Kansas City, Inc., BFC Finance of Michigan - Nine, Inc.
Brooks Fiber Communications of Nevada, Inc.	02-42170	43-1720403	Phoenix Fiberlink of Nevada, Inc., Phoenix Communications of Nevada, Inc., Phoenix Communications of Nevada - Ten, Inc.
Brooks Fiber Communications of New England, Inc.	02-42171	43-1720405	Brooks Fiber Communications of Louisiana, Inc., Phoenix Communications of Nevada - Eleven, Inc.
Brooks Fiber Communications of New Mexico, Inc.	02-42172	43-1705860	Phoenix Communications of Nevada - Twelve, Inc.

Debtor	Case Number	Tax I.D. No.	All Other Names Used by the Debtor in the Last 6 Years
✓ Brooks Fiber Communications of New York, Inc.	02-42173	43-1756240	Phoenix Communications of Nevada -- Thirteen, Inc.
✓ Brooks Fiber Communications of Ohio, Inc.	02-42174	43-1743247	Phoenix Communications of Nevada -- Fourteen, Inc.
✓ Brooks Fiber Communications of Oklahoma, Inc.	02-42175	43-1684836	Phoenix Communications of Nevada -- Fifteen, Inc.
✓ Brooks Fiber Communications of Rhode Island, Inc.	02-42176	43-1674198	Phoenix Communications of Nevada -- Sixteen, Inc.
✓ Brooks Fiber Communications of Sacramento, Inc.	02-42177	68-0313489	BFC Finance of Sacramento, Inc.
✓ Brooks Fiber Communications of San Jose, Inc.	02-42178	68-0313487	BFC Finance of San Jose, Inc.
✓ Brooks Fiber Communications of Stockton, Inc.	02-42179	43-1717647	BFC Finance of San Jose -Seventeen, Inc.
✓ Brooks Fiber Communications of Tennessee, Inc.	02-42180	43-1689370	BFC Finance of San Jose -Eighteen, Inc.
✓ Brooks Fiber Communications of Texas, Inc.	02-42181	43-1714867	Brooks Fiber Communications of El Paso, Inc., BFC Finance of San Jose -Nineteen, Inc.
✓ Brooks Fiber Communications of Tucson, Inc.	02-42182	43-1713120	BFC Finance of San Jose -Twenty, Inc.
✓ Brooks Fiber Communications of Tulsa, Inc.	02-42183	43-1696784	BFC Finance of San Jose -Twenty One, Inc.
✓ Brooks Fiber Communications of Utah, Inc.	02-42184	43-1756241	Brooks Fiber Communications of Springfield, Inc., Phoenix Communications of Utah, Inc., Phoenix Fiberlink of Utah Inc., Phoenix Fiberlink of Utah -Twenty Two, Inc.
✓ Brooks Fiber Communications-LD, Inc.	02-42185	68-0313486	BFC-LD Finance, Inc.
✓ Brooks Fiber Properties, Inc.	02-42186	43-1656187	Brooks Fiber Communications of California, Inc., Brooks Fiber Communications of Midwest, Inc., Brooks Fiber Communications of Northeast, Inc., BV Acquisition, Inc.
✓ BTC Transportation Corporation	02-42187	43-1697928	BTC Transportation Inc., Phoenix Fiberlink of Utah - Twenty-Three, Inc.
✓ Business Internet, Inc.	02-42188	52-1986462	Digex Incorporated, Daylight Acquisition Corp.
✓ Chicago Fiber Optic Corporation	02-42189	36-3349833	Metropolitan Fiber Systems of Chicago, Inc.
✓ Com Systems, Inc.	02-42190	77-0309636	TMC Communications, L.P.
✓ COM/NAV Realty Corp.	02-42191	64-0762666	None
✓ Cross Country Wireless, Inc.	02-42192	22-3324281	None
✓ CS Wireless Battle Creek, Inc.	02-42193	75-2724544	Omnivision of West Michigan, Inc., ACS California, Inc., USA AirLink, Inc., USA Spectrum Holdings, Inc., Metrocable, Inc., Metropolitan Satellite Corporation, USA Wireless Cable, Inc.
✓ CS Wireless Systems, Inc.	02-42194	23-2751747	CS Network Services, The Beam, Omnicision, Omnicision Cable, Omnicision of Cameron, Inc., Omnicision of San Antonio, Omnicision of Nortonville, Omnicision of Minneapolis, Omnicision of Grand Rapids, Omnicision of Sweet Springs, Popvision, Popvision of Bakersfield, Popvision of Cleveland
✓ E.L. Acquisition, Inc.	02-42195	74-2892027	P.O. Tele-TV, Tele-TV, Purple Acquisition Subsidiary, Inc.
✓ Express Communications, Inc.	02-42196	88-0328936	None
✓ FiberNet Rochester, Inc.	02-42197	16-1400819	MFS Telecom of Rochester
✓ Fibernet, Inc.	02-42198	16-1374434	MFS Telecom of Albany, MFS Telecom of Buffalo
✓ Healan Communications, Inc.	02-42199	58-1676986	None
✓ Intelligent Investment Partners, Inc.	02-42200	64-0792975	None
✓ Intermedia Capital, Inc.	02-42201	59-3600066	None
✓ Intermedia Communications of Virginia, Inc.	02-42202	58-2420870	Intermedia Communications, Inc.
✓ Intermedia Investment, Inc.	02-42203	59-3677137	Intermedia Financial Company
✓ Intermedia Licensing Company	02-42204	59-3455426	None
✓ Jones Lightwave of Denver, Inc.	02-42205	84-1169762	MFS Telecom of Denver, Inc.
✓ Marconi Telegraph Cable Company, Inc.	02-42206	13-6097025	None
✓ MCI Canada, Inc.	02-42207	52-1777018	None
✓ MCI Equipment Acquisition Corporation	02-42208	52-1372504	None
✓ MCI Galaxy III Transponder Leasing, Inc.	02-42209	93-0954928	None
✓ MCI Global Access Corporation	02-42210	13-2505878	WUI Service Corp.

Debtor	Case Number	Tax I.D. No.	All Other Names Used by the Debtor in the Last 6 Years
MCI Global Support Corporation	02-42211	93-0954930	None
MCI International Telecommunications Corporation	02-42212	52-1273032	MCI/TAS Corporation
MCI International, Inc.	02-42213	52-1105266	Concert, Avantel, Western Union, IDB Media Group, Inc.
MCI International Telecommunications Holding Corporation	02-42214	02-0570813	None
MCI Investments Holdings, Inc.	02-42215	51-0362257	None
MCI Network Technologies, Inc.	02-42216	52-1802586	None
MCI Omega Properties, Inc.	02-42217	52-1916804	None
MCI Research, Inc.	02-42218	52-1482577	None
MCI Transcon Corporation	02-42219	52-1661354	None
MCI Wireless, Inc.	02-42220	11-2692099	Nationwide Paging, Inc., Nationwide Cellular Service of California, Inc., Nationwide Switching Services, Inc., Nationwide Long Distance Service, Inc., Nationwide Cellular Service of New York, Inc., Nationwide MDC, Inc.
MCI WORLDCOM Capital Management Corporation	02-42221	52-2185342	None
MCI WORLDCOM Communications of Virginia, Inc.	02-42222	47-0797991	WorldCom Technologies of Virginia, Inc., MFS Intelenet of Virginia Inc. MFS No. 1, Inc. MFS Intelenet of Virginia, Inc.
MCI WORLDCOM Communications, Inc.	02-42223	47-0751768	WorldCom Technologies, Inc., Realcom Office Communications, Inc., MFS Intelenet, Inc., MFS Intelenet Companies, MFS Intelenet East, Inc., MFS Intelenet of Alabama, Inc., MFS Intelenet of Alaska, Inc., MFS Intelenet of Arizona, Inc., MFS Intelenet of Arkansas, Inc., MFS Intelenet of California, Inc., MFS Intelenet of Colorado, Inc., MFS Intelenet of Connecticut, Inc., MFS Intelenet of Delaware, Inc., MFS Intelenet of Florida, Inc., MFS Intelenet of Georgia, Inc., MFS Intelenet of Hawaii, Inc., MFS Intelenet of Idaho, Inc., MFS Intelenet of Illinois, Inc., MFS Intelenet of Indiana, Inc., MFS Intelenet of Iowa, Inc., MFS Intelenet of Kansas, Inc., MFS Intelenet of Kentucky, Inc., MFS Intelenet of Louisiana, Inc., MFS Intelenet of Maine, Inc., MFS Intelenet of Maryland, Inc., MFS Intelenet of Massachusetts, Inc., MFS Intelenet of Michigan, Inc., MFS Intelenet of Minnesota, Inc., MFS Intelenet of Mississippi, Inc., MFS Intelenet of Montana, Inc., MFS Intelenet of Nebraska, Inc., MFS Intelenet of Nevada, Inc., MFS Intelenet of New Hampshire, Inc., MFS Intelenet of New Jersey, Inc., MFS Intelenet of New Mexico, Inc., MFS Intelenet of New York, Inc., MFS Intelenet of North Carolina, Inc., MFS Intelenet of North Dakota, Inc., MFS Intelenet of Ohio, Inc., MFS Intelenet of Oklahoma, Inc., MFS Intelenet of Oregon, Inc., MFS Intelenet of Pennsylvania, Inc., MFS Intelenet of Rhode Island, Inc., MFS Intelenet of South Carolina, Inc., MFS Intelenet of South Dakota, Inc., MFS Intelenet of Tennessee, Inc., MFS Intelenet of Texas, Inc., MFS Intelenet of Utah, Inc., MFS Intelenet of Vermont, Inc., MFS Intelenet of Washington, Inc., MFS Intelenet of Washington, D.C., Inc., MFS Intelenet of West Virginia, Inc., MFS Intelenet of Wisconsin, Inc., MFS Intelenet of Wyoming, Inc., SNAP Communications, Inc., MFS Intelenet of Missouri, Inc., WorldCom Pacific, L.L.C., Touch 1 Long Distance, Inc., BLT Technologies, Inc.
MCI WORLDCOM Financial Management Corporation	02-42224	93-0954929	MCI Financial Management Corporation, MCI Equities Corporation
MCI WORLDCOM Global Networks U.S., Inc.	02-42225	52-2152616	None
MCI WORLDCOM International, Inc.	02-42226	13-2784803	MCI Global Resources, Inc., MFS International, Inc.
MCI WorldCom Management Company, Inc.	02-42227	68-0887473	WorldCom Management Company, Inc.
MCI WORLDCOM Network Services of Virginia, Inc.	02-42228	52-1462179	MCI Telecommunications Corporation of Virginia, Virginia WorldCom, Inc.

Debtor	Case Number	Tax I.D. No.	All Other Names Used by the Debtor in the Last 6 Years
MCI WORLDCOM Network Services, Inc.	02-42229	13-2745892	MCI Telecommunications Corporation, MCI Infosearch, Inc. MCI - 10 - 17, Inc., MCI America, Inc., MCI Metro, Inc. WorldCom Network Services, Inc., MCI Videocom, Inc., MCI Telecommunications Corporation of New Hampshire, Inc.
MCI WORLDCOM Synergies Management Company, Inc.	02-42230	52-2135894	None
MCI/OTI Corporation	02-42231	52-1359823	None
MCImetro Access Transmission Services of Virginia, Inc.	02-42232	52-1844965	None
Metrex Corporation	02-42233	58-1867926	Metropolitan Fiber Systems of Atlanta, Inc.
Metropolitan Fiber Systems of Arizona, Inc.	02-42234	47-0729752	None
Metropolitan Fiber Systems of Baltimore, Inc.	02-42235	36-3610419	None
Metropolitan Fiber Systems of California, Inc.	02-42236	36-3610938	Metropolitan Fiber Systems of Los Angeles, Inc., Metropolitan Fiber Systems of Oakland, Inc., Metropolitan Fiber Systems of San Diego, Inc., Metropolitan Fiber Systems of San Francisco, Inc., Metropolitan Fiber Systems of San Jose, Inc.
Metropolitan Fiber Systems of Connecticut, Inc.	02-42237	36-3779884	None
Metropolitan Fiber Systems of Dallas, Inc.	02-42238	36-3647658	None
Metropolitan Fiber Systems of Delaware, Inc.	02-42239	36-3885844	None
Metropolitan Fiber Systems of Denver, Inc.	02-42240	36-3697247	None
Metropolitan Fiber Systems of Detroit, Inc.	02-42241	36-3779882	None
Metropolitan Fiber Systems of Florida, Inc.	02-42242	36-3635783	Metropolitan Fiber Systems of Central Florida, Inc., Metropolitan Fiber Systems of South Florida, Inc., Metropolitan Fiber Systems of Tampa, Inc.
Metropolitan Fiber Systems of Houston, Inc.	02-42243	36-3647656	None
Metropolitan Fiber Systems of Indianapolis, Inc.	02-42244	47-0729748	None
Metropolitan Fiber Systems of Minneapolis/St. Paul, Inc.	02-42245	41-1613367	None
Metropolitan Fiber Systems of New Hampshire, Inc.	02-42246	47-0773914	None
Metropolitan Fiber Systems of New Jersey, Inc.	02-42247	36-3762806	None
Metropolitan Fiber Systems of New Orleans, Inc.	02-42248	36-3630861	None
Metropolitan Fiber Systems of New York, Inc.	02-42249	36-3660926	MFS Telecom of New York
Metropolitan Fiber Systems of Ohio, Inc.	02-42250	36-3779880	Metropolitan Fiber Systems of Cleveland, Inc., Metropolitan Fiber Systems of Cincinnati, Inc.
Metropolitan Fiber Systems of Oregon, Inc.	02-42251	36-3913826	None
Metropolitan Fiber Systems of Philadelphia, Inc.	02-42252	36-3552384	None
Metropolitan Fiber Systems of Pittsburgh, Inc.	02-42253	36-3635789	None
Metropolitan Fiber Systems of Seattle, Inc.	02-42254	36-3913825	None
Metropolitan Fiber Systems of St. Louis, Inc.	02-42255	36-3790809	None
Metropolitan Fiber Systems/McCourt, Inc.	02-42256	36-3602079	None
MFS CableCo U.S., Inc.	02-42257	47-0802532	None
MFS Datanet, Inc.	02-42258	47-0751829	Cylix Communications Corporation
MFS Telecom, Inc.	02-42259	33-3547776	MFS Telecom Inc. Communications, Metropolitan Fiber Systems, MFS Telecom Companies
MFS Telephone of Missouri, Inc.	02-42260	47-0776890	None
MFS Telephone of New Hampshire, Inc.	02-42261	47-0776889	MFS Network Technologies, Inc.
MFS Telephone of Virginia, Inc.	02-42262	47-0776888	None
MFS Telephone, Inc.	02-42263	36-3795234	None
MFS Holding, Inc.	02-42264	36-3815833	None
Military Communications Center, Inc.	02-42265	41-1456069	None
MobileComm Europe Inc.	02-42266	64-0751813	None
Mtel Asia, Inc.	02-42267	72-1345506	None

Debtor	Case Number	Tax I.D. No.	All Other Names Used by the Debtor in the Last 6 Years
Mtel Cellular, Inc.	02-42268	64-0770349	None
Mtel International, Inc.	02-42269	64-0769967	None
Mtel Latin America, Inc.	02-42270	64-0856089	None
Mtel Microwave, Inc.	02-42271	64-0770351	None
Mtel Service Corporation	02-42272	64-0684796	None
National Telecommunications of Florida, Inc.	02-42273	59-3501919	Sumter One Acquisition, Inc.
N.C.S. Equipment Corporation	02-42274	11-2795515	None
Netwave Systems, Inc.	02-42275	72-1102505	None
networkMCI, Inc.	02-42276	52-1907477	None
Northeast Networks, Inc.	02-42277	13-3587925	MFS Telecom of Westchester
Nova Cellular Co.	02-42278	36-3357455	None
NTC, Inc.	02-42279	59-3501918	Sumter Two Acquisition, Inc.
Overseas Telecommunications, Inc.	02-42280	54-1405953	None
Shared Technologies Fairchild Communications Corporation	02-42281	06-1448107	None
Shared Technologies Fairchild Telecom, Inc.	02-42282	52-1192851	VSI Corporation, Fairchild Industries, Inc., Shared Technologies Inc., Moonlight Acquisition Corp.
Shared Technologies Fairchild, Inc.	02-42283	87-0424558	Shared Technologies, Inc., Fairchild Communications Services International, Inc., Fairchild Communications Services, Inc., Fairchild Communications Networks Management Company, Office Telephone Management, Boston Telecommunications Group, Inc., Multi-Tenant Services, Inc.
SkyTel Communications, Inc.	02-42284	52-2193889	Empire Merger Inc., SkyTel/Mtel, Mtel, Empire Merger Inc.
SkyTel Corp.	02-42285	64-0848625	Destineer Corporation, Mtel Paging, Inc., Mtel Puerto Rico, Inc., Skytel Corp., United States Paging Corporation, Mtel Maine, Inc.
Southernnet of South Carolina, Inc.	02-42286	57-0711261	Telecom*USA, TUSA
Southernnet Systems, Inc.	02-42287	54-1283813	Telecom*USA, TUSA
Southernnet, Inc.	02-42288	58-1416873	Telecom*USA, TUSA
Telecom*USA, Inc.	02-42289	58-1581828	TUSA
Teleconnect Company	02-42290	42-1133873	MCI / RSA Michigan, Inc., MCI / RSA, Inc., MCI Information Resources Company, Telecom*USA, TUSA
Teleconnect Long Distance Services & Systems Co.	02-42291	42-1295989	American Communications, Inc., Telecom*USA, TUSA
Tenant Network Services, Inc.	02-42292	94-3232477	Tenant Network Finance, Inc.
TransCall America, Inc.	02-42293	58-1472775	None
Tru Vision Wireless, Inc.	02-42294	64-0849646	TruVision Cable, Inc., Wireless One Mergersub, Inc., Wireless One Operating Company, LLC, Gulf Coast Wireless, Inc., Pan Wireless Communications, Inc.
Tru Vision-Flippin, Inc.	02-42295	72-1334979	Truvision - Chattanooga, Inc., Truvision - Huntsville, Inc., Truvision - Gadsden, Inc., Truvision - Jacksonville, Inc., Truvision - Lawrenceburg, Inc., Wireless One of Texas, Inc., Wireless One of Georgia, Inc., Wireless One of Tallahassee, Inc., Applied Video Technologies, Inc., Wireless One of Natchez, Inc., Bartel, Inc., Wireless One of Alabama, Inc., Wireless One of Louisiana, Inc., Wireless One PCS, Inc.
TTI National, Inc.	02-42296	64-0874463	Biz - Tel Corporation, 101-6868
UUNET Australia Limited	02-42297	54-1866646	None
UUNET Caribbean, Inc.	02-42298	62-1815795	None
UUNET Holdings Corp.	02-42299	54-1866644	None
UUNET International Ltd.	02-42300	51-0373500	None
UUNET Japan Ltd.	02-42301	54-1866647	None



Debtor	Case Number	Tax I.D. No.	All Other Names Used by the Debtor in the Last 6 Years
UUNET Technologies, Inc.	02-42302	54-1543611	MFS Global Internet Services, Inc., ANS Communications Inc., Gridnet International Inc., WorldCom Advanced Networks Corporation, MCI WorldCom Advanced Networks LLC, CompuServe Corporation, CompuServe Network Services Corporation, CompuServe Incorporated, CompuServe Network Services Incorporated
Virginia Metrotel, Inc.	02-42303	54-1649507	Metropolitan Fiber Systems of Richmond, Inc.
Wireless One, Inc.	02-42304	72-1300837	WarpOne, TruVision
Wireless Video Services	02-42305	94-3196784	Pacific Bell Video Services, Pacific Telesis Video Services, Tele-TV, PacBell
WorldCom Broadband Solutions, Inc.	02-42306	52-2247849	WorldCom Wireless Solutions, Inc., CAI Wireless Systems, Inc., Eastern New England TV, Inc., Baltimore License, Inc., Cardinal Acquisition Subsidiary Inc., Capital TV, Philadelphia Choice/Popvision
WorldCom East, Inc.	02-42307	47-0797131	MFS/MexCo, Inc.
WorldCom ETC, Inc.	02-42308	52-1462178	MCI Transponder Leasing Inc.
WorldCom Federal Systems, Inc.	02-42309	52-1395317	None
WorldCom ICC, Inc.	02-42310	72-1342134	MFS-ICC, Metropolitan Fiber Systems of Washington, D.C., Inc., Institutional Communications Company
WorldCom International, Inc.	02-42311	13-2738763	None
WorldCom International Data Services, Inc.	02-42312	13-1989550	Western Union International, Inc.
WorldCom International Mobile Services, Inc.	02-42313	52-2210933	None
WorldCom Overseas Holdings, Inc.	02-42314	27-0025971	None
WorldCom Ventures, Inc.	02-42315	52-2156056	MCI WorldCom Venture Fund, Inc., MCI WorldCom Investment Company
WorldCom Wireless, Inc.	02-42316	86-0732022	Choice Communications, Inc., Choice Communications of Arizona, WorldCom Broadband Solutions, WC Acquisition, Inc.
ICI Capital LLC	02-42317	59-3664080	None
Intermedia Services LLC	02-42318		None
MCI International Services, L.L.C.	02-42319		None
MCI Payroll Services, LLC	02-42320	52-2298157	None
MCI WORLDCOM Brands, L.L.C.	02-42321	52-2237625	None
MCI WORLDCOM Brooks Telecom, LLC	02-42322	27-0025968	None
MCI WORLDCOM MFS Telecom, LLC	02-42323	27-0025963	None
MCImetro Access Transmission Services LLC	02-42324	52-2102063	MCI2, MCI Metro, LLC, MCI, The Neighborhood, Built by MCI, MCImetro Access Transmission Services Inc.
SkyTel Payroll Services, LLC	02-42325	52-2299615	None
UUNET Payroll Services, LLC	02-42326	52-2299617	None
WorldCom International Mobile Services LLC	02-42327	76-0711435	None
WorldCom Payroll Services, LLC	02-42328	52-2298150	None
WorldCom Purchasing, LLC	02-42329	72-1380746	None
MFS/C-TEC	02-42330	47-0797049	None

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
In re	:	
	:	Chapter 11 Case No.
WORLDCOM, INC., et al.,	:	02-13533 (AJG)
	:	
	:	(Jointly Administered)
Debtors.	:	
-----X	:	

**NOTICE OF HEARING ON DEBTORS' APPLICATION FOR  
ORDER AUTHORIZING EMPLOYMENT AND RETENTION  
OF LAZARD FRÈRES & CO. LLC AS FINANCIAL ADVISORS AND INVESTMENT  
BANKERS FOR THE DEBTORS AND DEBTORS IN POSSESSION PURSUANT  
TO SECTIONS 327(a) AND 328 OF THE BANKRUPTCY CODE**

**TO ALL CREDITORS OF THE DEBTORS:**

**PLEASE TAKE NOTICE** that on July 21, 2002, WorldCom, Inc. and substantially all of its direct and indirect domestic subsidiaries, as debtors in possession (the "Debtors") filed an Application for an Order Authorizing Employment and Retention of Lazard Frères & Co. LLC ("Lazard") as Financial Advisors and Investment Bankers for the Debtors pursuant to sections 327(a) and 328(a) of the Bankruptcy Code (the "Application").

**PLEASE TAKE FURTHER NOTICE** that a hearing on the Application is scheduled for December 3, 2002 at 10:00 a.m. prevailing Eastern Time before the Honorable Arthur J. Gonzalez, United States Bankruptcy Judge, in Room 523 of the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004.

**PLEASE TAKE FURTHER NOTICE** that responses or objections, if any, to the relief requested in the Application, must be in writing, conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and be filed with the Bankruptcy Court electronically in accordance with General Order M-242 (General Order M-242 and the User's Manual for the Electronic Case Filing System can be found at [www.nysub.uscourts.gov](http://www.nysub.uscourts.gov), the official website for the Bankruptcy Court), by registered users of the Bankruptcy Court's case filing system and, by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), Wordperfect or any other Windows-based word processing format (with a hard copy delivered directly to Chambers) and shall be served in accordance with General Order M-242 and upon: (i) the Debtors, 1133 19th Street, Washington, D.C. 20036, Attention: Michael Salsbury, Esq., General Counsel, (ii) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attention: Marcia L. Goldstein, Esq. and Lori R. Fife, Esq., attorneys for the Debtors; (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st floor, New York, New York 10004, Attention: Mary Elizabeth Tom, Esq.; (iv) Akin Gump Strauss Hauer & Feld, LLP, 590 Madison Avenue, New York, New York 10022, Attention: Daniel Golden, Esq., attorneys for the statutory committee of creditors; (v) Kirkpatrick & Lockhart LLP, 1800 Massachusetts Avenue, Washington, DC 20036, Attention: Richard Thornburgh, Esq. attorneys for the examiner in these chapter 11 cases; and (e) Shearman & Sterling, 599 Lexington Avenue, New York, New York 10022, Attention: Douglas Bartner, Esq. and Marc B. Hankin, Esq., attorneys for the Debtors' postpetition lenders, and shall be filed with the Clerk of the United States Bankruptcy Court for the Southern District of New York, in each case so as to be received no later than November 28, 2002, at 4:00 p.m. (Eastern Time).

**PLEASE TAKE FURTHER NOTICE** that pursuant to the Application, the Debtors seek to retain Lazard to perform the following services, as requested:

- (a) A review and analysis of the Debtors' business, operations and financial projections;
- (b) Evaluating the Debtors' potential debt capacity in light of its projected cash flows;

- (c) Assisting in the determination of a capital structure for the Debtors;
- (d) Determining a range of values for the Debtors on a going concern basis;
- (e) Advising the Debtors on tactics and strategies for negotiating with the holders of the Existing Obligations<sup>1</sup> (the "Stakeholders");
- (f) Rendering financial advice to the Debtors and participating in meetings or negotiations with the Stakeholders and/or rating agencies or other appropriate parties in connection with any restructuring, modification or refinancing of the Debtors' Existing Obligations;
- (g) Advising the Debtors on the timing, nature, and terms of new securities, other consideration or other inducements to be offered pursuant to the Restructuring Transaction;
- (h) If requested by the Debtors, advising and assisting the Debtors in evaluating potential capital markets transactions of public or private debt or equity offerings, including any debtor-in-possession financing by the Debtors, and, on behalf of the Debtors, evaluating and contacting potential sources of capital and assisting the Debtors in negotiating such a Financing Transaction;
- (i) Assisting the Debtors in preparing documentation within our expertise required in connection with the Restructuring of the Existing Obligations;
- (j) If requested by the Board of Directors of the Debtors, assisting in identifying and evaluating candidates for a potential Business Combination, advising the Debtors in connection with negotiations and aiding in the consummation of a Business Combination;
- (k) Advising and attending meetings of the Debtors' Boards of Directors and their committees;
- (l) Providing testimony and/or other evidence, as necessary, in any proceeding before the bankruptcy court;
- (m) Providing the Debtors with other general restructuring advice.

**PLEASE TAKE FURTHER NOTICE** that, if its retention is approved, Lazard will be entitled to receive the following compensation:

- (a) A monthly fee of \$300,000, payable in cash on the 1st day of each month thereafter until the earlier of the completion of the Restructuring Transaction or the termination of Lazard's engagement (the "Monthly Advisory Fee").
- (b) A cash fee equal to \$15 million payable in cash upon the consummation of a Restructuring Transaction (the "Restructuring Fee").
- (c)
  - (i) If the Board of Directors of the Debtors requests Lazard to assist in connection with any proposed Business Combination and such Business Combination is consummated, a Business Combination Fee in cash based on the Aggregate Consideration calculated as set forth in Exhibit A to the Application, such fee to be paid promptly upon the closing of such Business Combination.
  - (ii) If the Board of Directors of the Debtors requests Lazard to assist in connection with any transaction involving the sale of certain of WorldCom's business lines, divisions or operating groups (a "Sale Transaction"), a Sale Transaction Fee in cash based on the Aggregate Consideration calculated as set forth in Exhibit A to the Application, such fee to be payable promptly upon the closing of such transaction.

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<sup>1</sup> All capitalized terms contained herein are defined in the engagement letter dated as of July 11, 2002, between Lazard and the Debtors (as amended, the "Engagement Letter"), attached as an exhibit to the Application.

One-half of any fee paid pursuant to this clause (c) will be credited against the Restructuring Fee if, as and when such fee is payable to Lazard under Section 2(b).

The aggregate Sale Transaction Fees and Business Combination Fees payable under Section (c) above shall not exceed \$40,000,000.

- (d) More than one fee may be payable pursuant to clauses (b) and (c) above.

**PLEASE TAKE FURTHER NOTICE** that if the Application is granted, the Debtors will indemnify and hold Lazard harmless against liabilities arising out of or in connection with its retention by Debtors except for any such liability for losses, claims, damages or liabilities incurred by the Debtors that are finally judicially determined by a court of competent jurisdiction to have resulted from the bad faith, self-dealing, breach of fiduciary duty (if any), gross negligence or willful misconduct of Lazard.

**PLEASE TAKE FURTHER NOTICE** that the foregoing summary of certain elements of the proposed retention is not complete and that the full terms of the retention are contained in the Application and the Engagement Letter and the related indemnification letter, which are available for inspection at the clerk's office for the Bankruptcy Court and on the Bankruptcy Court's Internet site at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov), through an account obtained from Pacer Service Center at 1-800-676-6856. To the extent that the summary of the retention terms set forth in this notice conflict with the terms of the Engagement Letter and the related indemnification letter, the terms of the Engagement Letter and the indemnification letter control.

Dated: October 9, 2002  
New York, New York

/s/ Marcia L. Goldstein  
Marcia L. Goldstein, Esq. (MG 2606)  
Lori R. Fife, Esq. (LF 2839)

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, NY 10153-0119  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

and

Alfredo R. Perez, Esq.

WEIL, GOTSHAL & MANGES LLP  
700 Louisiana, Suite 1600  
Houston, TX 77002  
Telephone: (713) 546-5000  
Facsimile: (713) 224-9511

Attorneys for Debtors and  
Debtors In Possession

B BK 1 PG 674

Interim Approval Hearing Date: November 5, 2002  
at 10:00 a.m.  
Interim Approval Objection Deadline: October 31, 2002  
at 4:00 p.m.  
Final Approval Hearing Date: December 3, 2002  
at 10:00 a.m.  
Final Approval Objection Deadline: November 28, 2002  
at 4:00 p.m.

Daniel H. Golden (DG-5624)  
Ira S. Dizengoff (ID-9980)  
AKIN GUMP STRAUSS HAUSER & FELD LLP  
590 Madison Avenue  
New York, NY 10022  
(212) 872-1000 (Telephone)  
(212) 872-1002 (Facsimile)

Attorneys for the Official Committee of Unsecured  
Creditors of WorldCom, Inc., et al.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
In re: : Chapter 11  
: :  
WORLD COM, INC., et al., : Case No. 02-13533 (AJG)  
: :  
Debtors. : (Jointly Administered)  
-----X

**NOTICE OF HEARING ON APPLICATION OF THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS FOR AN ORDER  
AUTHORIZING THE EMPLOYMENT OF HOULIHAN LOKEY HOWARD &  
ZUKIN CAPITAL, AS FINANCIAL ADVISOR, NUNC PRO TUNC TO JULY 29, 2002**

PLEASE TAKE NOTICE that the Official Committee of Unsecured Creditors (the "Committee") of Worldcom, Inc. and its affiliated debtors and debtors in possession (collectively, the "Debtors"), seek entry of an order approving its Application Authorizing the Employment of Houlihan Lokey Howard & Zukin Capital ("Houlihan Lokey"), as Financial Advisor, pursuant to sections 328(a) and 1103(a) of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), nunc pro tunc to July 29, 2002 (the "Application").

PLEASE TAKE FURTHER NOTICE that a hearing to consider the employment of Houlihan Lokey and the payment of Houlihan Lokey's Monthly Fees,<sup>1</sup> on an interim basis, shall be held before the Honorable Arthur J. Gonzalez, United States Bankruptcy Judge, in Room 523 of the United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New

<sup>1</sup> Terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

York, New York 10004 (the "Bankruptcy Court"), on November 5, 2002, at 10:00 a.m. (ET), or as soon thereafter as counsel may be heard (the "Interim Hearing").

PLEASE TAKE FURTHER NOTICE that a hearing to consider final approval of the Application, including the Transaction Fee set forth in the Application, shall be held before the Honorable Arthur J. Gonzalez, United States Bankruptcy Judge, in Room 523 of the Bankruptcy Court, on December 3, 2002, at 10:00 a.m. (ET), or as soon thereafter as counsel may be heard (the "Final Hearing").

PLEASE TAKE FURTHER NOTICE that responses or objections to the Application, if any, must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), and shall be filed with the Bankruptcy Court electronically in accordance with General Order M-242 (General Order M-242 and the User's Manual for the Electronic Case Filing System can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)), by registered users of the Bankruptcy Court's case filing system and, by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect or any other Windows-based word processing format (with a hard-copy delivered directly to Chambers), and shall be served in accordance with General Order M-242 upon (i) the Debtors, 1133 19<sup>th</sup> Street, Washington, D.C. 20036, Attn: Michael Salsbury, General Counsel, (ii) Weil, Gotshal & Manges LLP, Attorneys for Debtors and Debtors in Possession, 767 Fifth Avenue, New York, New York 10153, Attn: Scott E. Cohen, Esq., (iii) the Office of the United States Trustee, 33 Whitehall Street, 21<sup>st</sup> Floor, New York, New York 10004, Attn: Mary Tom, Esq., (iv) counsel for the examiner appointed in the Debtors' chapter 11 cases, (v) O'Melveny & Myers, LLP, Attorneys for the Lenders Party to the Debtors' 364-Day Revolving Credit Agreement, 153 East 53<sup>rd</sup> Street, New York, New York 10022, Attn: Robert White, Esq., (vi) Shearman & Sterling, Attorneys for the Debtors' Postpetition Lenders, 599 Lexington Avenue, New York, New York 10022, Attn: Douglas Bartner, Esq. and Marc B. Hankin, Esq., (vii) Akin Gump Strauss Hauer & Feld LLP, Attorneys for the Official Committee of Unsecured Creditors, 590 Madison Avenue, New York, New York 10022, Attn: Daniel Golden, Esq., (viii) Kasowitz Benson Torres & Friedman, LLP, Attorneys for Informal Committee of Bondholders of MCI Communications Corporation, 1633 Broadway, New York, New York 10019, Attn: David S. Rosner, Esq. (ix) Paul Weiss Rifkind Wharton & Garrison, Attorneys for Informal Committee of Bondholders of Intermedia Communications Inc., 1285 Avenue of the Americas, New York, New York, 10019, Attn: Alan W. Kornberg, Esq., (x) the attorneys for any other statutory committee appointed in the Debtors' chapter 11 cases, (xi) Securities and Exchange Commission, 223 Broadway, New York, New York 10279, Attn: Wayne M. Carlin and Securities & Exchange Commission, 450 Fifth Street, N.W. Washington, D.C. 20549, Attn: Michael A. Berman, Esq., (xii) Internal Revenue Service, 290 Broadway, New York, New York 10007, Attn: District Director and Internal Revenue Service, 290 Broadway, New York, New York 10007, Attn: Regional Director, (xiii) other government agencies to the extent required by the Bankruptcy Rules and the Local Rules, and (xiv) any party that has requested notice pursuant to Bankruptcy Rule 2002, in each case so as to be received no later than (a) October 31, 2002 at 4:00 p.m. (ET) with respect to the relief requested at the Interim Hearing, and (b) November 28, 2002 at 4:00 p.m. (ET) with respect to the relief requested at the Final Hearing.

PLEASE TAKE FURTHER NOTICE that pursuant to the Application, the Committee seeks to retain Houlihan Lokey to provide the following services for the Committee:

- a. Evaluating the assets and liabilities of the Debtors;

- b. Analyzing and reviewing the financial and operating statements of the Debtors;
- c. Analyzing the business plans and forecasts of the Debtors;
- d. Evaluating all aspects of the Debtors' debtor in possession financing, cash collateral usage and adequate protection therefore and any exit financing in connection with any plan of reorganization and any budgets relating thereto;
- e. Providing such specific valuation or other financial analyses as the Committee may require in connection with these cases;
- f. Helping with the claim resolution process and distributions relating thereto;
- g. Assessing the financial issues and options concerning (a) the sale of any assets of the Debtors and/or the Company (as defined in the Engagement Letter, as defined below), either in whole or in part, and (b) the Debtors' plan(s) of reorganization or any other plan(s) of reorganization (the "Plan");
- h. Preparation, analysis and explanation of the Plan to various constituencies; and
- i. Providing testimony in court on behalf of the Committee, if necessary.

PLEASE TAKE FURTHER NOTICE that, if Houlihan Lokey's retention is approved, Houlihan Lokey will be entitled to receive the following compensation:

- a. A Monthly Fee of \$350,000;
- b. Upon the closing or consummation of a Transaction; the Company shall pay Houlihan Lokey, in cash, a Transaction Fee equal to the sum of (i) \$5,000,000; plus (ii) a Variable Transaction Fee as described below (the "Variable Transaction Fee"); plus (iii) \$3,000,000 if the Transaction is consensual (the "Consensual Transaction Fee"). The Variable Transaction Fee shall be calculated as follows: (A) 20 basis points (0.20%) of the total enterprise value (the "TEV") of the Company in excess of \$6,000,000,000, as of the consummation of a Transaction, plus (B) 35 basis points (0.35%) of the TEV of the Company in excess of \$9,000,000,000, as of the consummation of a Transaction. The Variable Transaction Fee shall not exceed \$17,000,000, and the Transaction Fee shall not exceed \$25,000,000. A Transaction shall be consensual if (i) a Plan is confirmed pursuant to section 1129 of the Bankruptcy Code and (ii) at least 50% in dollar amount of each class of unsecured claims that is actually voted votes in favor of such Plan; provided, however, that to the extent the Plan provides for a single class of unsecured creditors or classifies creditors without regard to the Debtor entity against which such

unsecured claim is held, at least 50% in dollar amount of the unsecured claims of each Debtor (as if the unsecured claims of each Debtor were separately classified) that is actually voted (the "Requisite Majority") votes in favor of such Plan. Any party asserting that the Consensual Transaction Fee has not been earned shall have the burden of establishing that the Requisite Majority was not achieved. The Transaction Fee shall be paid upon the consummation of a Transaction either (i) during the term of the Engagement Letter or (ii) within twelve months of the effective date of termination of the Engagement Letter; and

- c. Reimbursement of all reasonable out-of-pocket expenses.

**PLEASE TAKE FURTHER NOTICE** that if the Application is granted, as more fully described in the Application and subject to certain conditions, the Debtors shall indemnify and hold Houlihan Lokey harmless against any and all losses, claims, damages or liabilities in connection with the engagement, except to the extent they result from Houlihan Lokey's gross negligence, willful misconduct, bad faith or self-dealing in connection with the performance of its services.

PLEASE TAKE FURTHER NOTICE that the foregoing summary of certain elements of the retention is not complete and that the full terms of the retention are contained in the Application and the letter agreement, dated as of July 29, 2002, containing the terms of Houlihan Lokey's employment in these chapter 11 cases (the "Engagement Letter"), which is annexed to the Application as Exhibit A. The Application and the Engagement Letter are available for inspection at the Office of the Clerk for the Bankruptcy Court and on the Bankruptcy Court's Internet site at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov), through an account obtained from Pacer Service Center at 1-800-676-6856, or 1-210-301-6440, or [www.pacer.psc.uscourts.gov](http://www.pacer.psc.uscourts.gov). To the extent that the summary of the retention terms set forth in this notice conflict with the terms of the Engagement Letter, the terms of the Engagement Letter shall control.

**PLEASE TAKE FURTHER NOTICE** that if you do not object by the November 28, 2002 objection deadline above, your rights to subsequently object to the compensation of Houlihan Lokey will be affected and subject to the heightened standard of review enumerated in section 328 of the Bankruptcy Code.

Dated: New York, New York  
October 7, 2002

**AKIN GUMP STRAUSS HAUER & FELD LLP**

By: /s/ Ira S. Dizengoff  
Ira S. Dizengoff (ID-9980)  
590 Madison Avenue  
New York, NY 10022  
(212) 872-1000

Attorneys for the Official Committee of  
Unsecured Creditors of WorldCom, Inc. et al.